



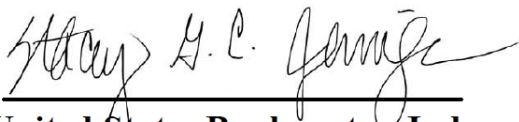
CLERK, U.S. BANKRUPTCY COURT
NORTHERN DISTRICT OF TEXAS

ENTERED

THE DATE OF ENTRY IS ON
THE COURT'S DOCKET

The following constitutes the ruling of the court and has the force and effect therein described.

Signed October 25, 2018


United States Bankruptcy Judge

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

IN RE:

ACIS CAPITAL MANAGEMENT, L.P.,
ACIS CAPITAL MANAGEMENT GP, LLC,

Debtors.

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CHAPTER 11 CASES

CASE NO. 18-30264-sgj11
(Jointly Administered)

**ORDER (I) CONDITIONALLY APPROVING DISCLOSURE STATEMENT, (II) SCHEDULING
COMBINED HEARING ON FINAL APPROVAL OF DISCLOSURE STATEMENT AND
CONFIRMATION OF SECOND AMENDED JOINT PLAN, AND SETTING RELATED
DEADLINES, (III) APPROVING FORMS FOR VOTING AND NOTICE, AND
(IV) APPROVING RELATED MATTERS**

Came on to be considered the *Chapter 11 Trustee's Amended Motion for Entry of Order (A) Conditionally Approving Disclosure Statement; (B) Scheduling Combined Hearing on Final Approval of Disclosure Statement and Confirmation of Second Amended Joint Plan, and Setting Related Deadlines; (C) Approving Forms for Voting and Notice; and (D) Granting Related Relief* [Docket No. 622], as supplemented by the supplement thereto [Docket No. 646] (collectively, the "Motion") filed by Robin Phelan (the "Trustee"), as Chapter 11 Trustee for Acis Capital Management, L.P. and Acis Capital Management GP, LLC (together, the "Debtors"). The Court

conducted a hearing on the Motion on October 24, 2018 (the "Hearing"). The Court hereby finds that it has jurisdiction over this matter pursuant to 28 U.S.C §§ 157 and 1334, and this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). The Court further finds that due notice of the Motion and Hearing was given and is sufficient under the circumstances, and that no other or further notice need be provided. The Court further finds that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors. Upon all the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, the Court finds that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein.

ACCORDINGLY, it is hereby **ORDERED** that:

1. The Motion is hereby **GRANTED** to the extent set forth herein.
2. Capitalized terms not defined herein shall have the meaning attributed to such terms in the Motion.
3. The Disclosure Statement is conditionally approved for the purpose of solicitation of votes on the Plan pending a final determination at the Combined Hearing.
4. The form of ballot attached as **Exhibit A** to the Motion is approved in all respects for use in solicitation of votes on the Plan.
5. The form of transmittal letter attached as **Exhibit B** to the Motion is approved in all respects for use in solicitation of votes on the Plan.
6. On **Friday, October 26, 2018**, the Trustee shall serve packages ("Solicitation Packages") on holders of claims in Classes 2 and 3 and Subclasses 4A and 4B under the Plan, which Solicitation Packages shall include (a) a copy of the Disclosure Statement, with a copy of the Plan attached as an exhibit thereto, (b) a copy of this Order, (c) a ballot for voting on the Plan, and (d) the transmittal letter approved herein. The Trustee shall not be required to serve Solicitation Packages on holders of any Class 1 Claims or Class 5 equity interests.

7. The forms of the Noteholder Notice attached to the Motion as **Exhibit “E,”** the Highlands Notice attached to the Motion as **Exhibit “F,”** and the Notice Party Notice attached to the Motion as **Exhibit “G”** are hereby approved in all respects for use in providing notice to the Noteholders, the Highlands, and the Notice Parties of the Plan, Disclosure Statement, Combined Hearing, and related deadlines.

8. On **Friday, October 26, 2018**, the Trustee shall serve Notice Packages on the Noteholders, the Highlands, and the Notice Parties. In the event any notes in the Acis CLOs are held by Cede & Co., as the nominee for the Depository Trust Corporation, on behalf of any beneficial noteholders, the Trustee is authorized to send the Noteholder Notice to Cede & Co. on behalf of such beneficial noteholders. The Trustee’s notice procedures set forth in the Motion are hereby approved and no other or further notice of the Plan, Disclosure Statement, deadlines relating to the Combined Hearing, and Combined Hearing need be provided.

9. To be counted as votes to accept or reject the Plan, all ballots must be properly executed, completed and delivered to the following address by no later than **Monday, November 26, 2018** (the “Voting Deadline”):

Acis Capital Management Ballot
Attn: Linda Breedlove
Forshey & Prostok, L.L.P.
777 Main Street, Suite 1290
Fort Worth, Texas 76102
Fax: (817) 877-4151

Ballots may be faxed to the fax number set forth above so long as they are received by the Voting Deadline. Ballots received after the Voting Deadline will not be counted except upon further order of the Court.

10. The Trustee is authorized to tabulate ballots on a consolidated basis. The Trustee shall file a tabulation of ballots with the Clerk of the Court by no later than **Monday, December 3, 2018**, with a copy to be concurrently served upon any party that has filed a timely objection to confirmation of the Plan.

11. The Combined Hearing Notice attached as **Exhibit H** to the Motion, completed in conformity with this Order, is approved in all respects. The Trustee shall serve the Combined Hearing Notice on **Friday, October 26, 2018**.

12. A Combined Hearing to consider the adequacy and final approval of the Disclosure Statement and confirmation of the Plan will be held before the Honorable Stacey G. C. Jernigan, United States Bankruptcy Judge, Earle Cabell Federal Building, 1100 Commerce Street, Courtroom No. 1 on the 14th Floor, Dallas, Texas 75242 beginning on **December 11, 2018 at 9:30 a.m., Central Time**. The Combined Hearing may be continued from time to time by the Court without further notice other than the announcement of the adjourned date at the Combined Hearing or any continuation thereof.

13. Objections, if any, to (a) the adequacy and final approval of the Disclosure Statement, and/or (b) confirmation of the Plan must be made by written objection and filed with the Clerk of the Court by no later than **Monday, November 26, 2018**. A copy of such objection shall be served (i) by United States Mail on any parties who have filed notices of appearance and requests for notice in the Debtors' cases, at the addresses set forth therein, and (ii) the parties listed below via email or fax, at the email addresses or fax numbers set forth below, with a hard copy to be deposited in the United States Mail addressed to such parties at the addresses set forth below so as to be received on or before the Objection Deadline:

Jeff P. Prostok
Suzanne K. Rosen
Forshey & Prostok, L.L.P.
777 Main Street, Suite 1290
Fort Worth, Texas 76102
Fax: 817-877-4151
Email: jprostok@forsheyprostok.com
Email: srosen@forsheyprostok.com

United States Trustee
Attn: Lisa L. Lambert, Asst. U.S. Trustee
1100 Commerce Street, Room 976
Dallas, TX 75242
Email: Lisa.L.Lambert@usdoj.gov

Joe Wielebinski
Phillip Lamberson
Annmarie Chiarello
WINSTEAD PC
500 Winstead Building
2728 N. Harwood Street
Dallas, Texas 75201
Fax : 214-745-5390
Email: jwielebinski@winstead.com
Email: plamberson@winstead.com
Email: achiarello@winstead.com

14. Any response to a timely filed and served objection to the adequacy and final approval of the Disclosure Statement and/or confirmation of the Plan must be made by written response and filed with the Clerk of the Court by no later than **Wednesday, December 5, 2018**.

15. Any pre-trial brief must be filed with the Clerk of the Court and served by no later than **Wednesday, December 5, 2018**.

16. The Trustee has shown cause to shorten certain deadlines with respect to discovery in connection with the matters to be considered at the Combined Hearing, and the following deadlines and requirements shall govern discovery and trial preparation matters:

a. the deadline by which any written discovery must be served is **Friday, November 9, 2018**;

b. the deadline for any responses or objections to discovery subject to any applicable discovery rule under the Bankruptcy Rules is hereby shortened to fourteen (14) days from service;

c. the parties shall provide expert witness designations, if any, and reports, if any, required by Federal Rule of Civil Procedure 26(a)(2)(A) and (B), as incorporated by Bankruptcy Rule 7026, by no later than **Wednesday, November 14, 2018**, and rebuttal expert reports, if any, shall be provided by no later than **Friday, November 30, 2018**;

d. all depositions shall be held on reasonable notice and, unless otherwise agreed to in writing by the parties, seven (7) days' notice shall be required for all depositions;

e. all discovery shall be completed no later than **Wednesday, December 5, 2018**;

f. if the parties cannot agree on the scope of discovery, time to respond, or time to produce/appear, the Court shall consider any such dispute on an expedited basis, including via telephonic hearings, subject to the Court's availability;

g. all witnesses for the Combined Hearing shall be designated by **Wednesday, November 28, 2018**;

h. each party must file its Witness and Exhibit List for the Combined Hearing by no later than **Friday, December 7, 2018**; and

i. all exhibits, except impeachment exhibits, shall be marked with exhibit labels and exchanged with opposing counsel contemporaneous with the filing of a party's Witness and Exhibit List.

17. This Court shall retain jurisdiction over all matters arising from or related to this Order.

End of Order